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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 7, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 7 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
1355 Peachtree Street,
Suite 750 - South Tower
Atlanta, GA 30308

[Lessee: Oglebay Norton Industrial Sands, Inc.
P.O. Box 429
Brady, TX 76825]

A description of the railroad equipment covered by the enclosed document is:

23 covered hopper cars, 20 within the series IFRX 3457 – IFRX 3497 as more particularly set forth in the schedule attached to the document (formerly within the series RMGX 3457 - RMGX 3497 as more particularly set forth in the schedule attached to the document), plus RMGX 3520, RMGX 3527 and RMGX 3544.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Oglebay Norton Industrial Sands, Inc. ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means the Lease Agreement dated December 26, 2005, between Infinity Rail, LLC ("IR"), as lessor, and Oglebay Norton Industrial Sands, Inc. ("Oglebay"), as lessee, as amended by Amendment to Lease dated March 1, 2006, between the same parties.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, Georgia 30309

Oglebay Norton Industrial Sands, Inc. (Lessee)
P.O. Box 429
Brady, Texas 76825

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of December 7 2007.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: Jeffrey F. Edelman
Jeffrey F. Edelman, Vice President

Fulton County, Georgia

On December 3, 2007, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephanie Cassamar
Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars:

used 100 ton 2700 cubic foot, two pocket, 263,000 GRL covered hoppers

Quantity:

twenty three (23)

Reporting marks and identifying numbers:

Unit Count	Previous Mark	Previous Num	Current Mark	Current Num
1	RMGX	3457	IFRX	3457
2	RMGX	3458	IFRX	3459
3	RMGX	3460	IFRX	3460
4	RMGX	3461	IFRX	3461
5	RMGX	3463	IFRX	3463
6	RMGX	3466	IFRX	3466
7	RMGX	3467	IFRX	3467
8	RMGX	3468	IFRX	3468
9	RMGX	3469	IFRX	3469
10	RMGX	3471	IFRX	3471
11	RMGX	3476	IFRX	3476
12	RMGX	3477	IFRX	3477
13	RMGX	3480	IFRX	3480
14	RMGX	3482	IFRX	3482
15	RMGX	3483	IFRX	3483
16	RMGX	3492	IFRX	3492
17	RMGX	3494	IFRX	3494
18	RMGX	3495	IFRX	3495
19	RMGX	3496	IFRX	3496
20	RMGX	3497	IFRX	3497
21			RMGX	3520
22			RMGX	3527
23			RMGX	3544

Note: The car marked IFRX 3488 shown in Exhibit A (Description of Railcars) to the Lease Agreement dated December 26, 2005 is no longer subject to the Lease.